

Edgar Filing: ASHLAND INC - Form 4

ASHLAND INC

Form 4

April 08, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

( ) Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person

Chellgren, Paul W.

50 E. RiverCenter Boulevard

Covington, KY 41012

2. Issuer Name and Ticker or Trading Symbol

Ashland Inc.

ASH

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

March 31, 2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

( ) Director ( ) 10% Owner (X) Officer (give title below) ( ) Other

(specify below)

Chief Executive Officer

7. Individual or Joint/Group Filing (Check Applicable Line)

(X) Form filed by One Reporting Person

( ) Form filed by More than One Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	Price	5. Amount of Securities Beneficially Owned at End of Month
Common Stock					10,817 (1)
Common Stock					73,421 (2)
Common Stock					60,000 (3)
Common Stock					8,374 (4)
Common Stock	3-7-02	F (5)	12,689	\$45.80	
Common Stock	3-7-02	M	15,000	\$24.625	
Common Stock	3-7-02	F (6)	1796	\$45.80	
Common Stock	3-20-02	F (5)	12,711	\$45.420	
Common Stock	3-20-02	M	15,000	\$24.625	

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	12							
Common Stock	13-20-012	F	(6)	1789	D	\$45.420		
Common Stock	13-28-012	F	(5)	12,701	D	\$45.600		
Common Stock	13-28-012	M		15,000	A	\$24.625		
Common Stock	13-28-012	F	(6)	1792	D	\$45.600	40,176	

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Put or Call
Option (7)	24.625	(7)	M	2,500	D 11-5-93 12-5-02	Common Stock	2,500
	24.625	(7)	M	6,250	D 11-5-94 12-5-02	Common Stock	6,250
	24.625	(7)	M	6,250	D 11-5-95 12-5-02	Common Stock	6,250
Option (8)	33.125				D 9-16-94 10-16-03	Common Stock	20,000
	33.125				D 9-16-95 10-16-03	Common Stock	10,000
	33.125				D 9-16-96 10-16-03	Common Stock	10,000
Option (9)	35.875				D 9-15-95 10-15-04	Common Stock	20,000
	35.875				D 9-15-96 10-15-04	Common Stock	10,000
	35.875				D 9-15-97 10-15-04	Common Stock	10,000
Option (9)	33.875				D 9-21-96 10-21-05	Common Stock	20,000
	33.875				D 9-21-97 10-21-05	Common Stock	10,000

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	33.875						9-21-10-21	Common Stock	10,000	
							98 -05			
Option (9)	39.00						9-19-10-19	Common Stock	25,000	
							97 -06			
	39.00						9-19-10-19	Common Stock	12,500	
							98 -06			
	39.00						9-19-10-19	Common Stock	12,500	
							99 -06			
Option (10)	53.375						9-18-10-18	Common Stock	10,000	
							98 -07			
	53.375						9-18-10-18	Common Stock	10,000	
							99 -07			
	53.375						9-18-10-18	Common Stock	10,000	
							00 -07			
Option (10)	53.375						9-18-10-18	Common Stock	5,000	
							98 -07			
Option (10)	53.375						9-18-10-18	Common Stock	5,000	
							98 -07			
Option (10)	48.00						9-17-10-17	Common Stock	20,000	
							99 -08			
	48.00						9-17-10-17	Common Stock	10,000	
							00 -08			
	48.00						9-17-10-17	Common Stock	10,000	
							01 -08			
Option (10)	50.4375						11-5-12-5-	Common Stock	20,000	
							99 08			
	50.4375						11-5-12-5-	Common Stock	10,000	
							00 08			
	50.4375						11-5-12-5-	Common Stock	10,000	
							01 08			
Option (10)	36.625						9-16-10-16	Common Stock	40,000	
							00 -09			
Option (10)	36.625						9-16-10-16	Common Stock	20,000	
							00 -09			
	36.625						9-16-10-16	Common Stock	20,000	
							01 -09			
Option (10)	36.625						9-16-10-16	Common Stock	40,000	
							01 -09			
Option (10)	36.25						9-16-10-16	Common Stock	60,000	
							02 -09			
	36.625						9-16-10-16	Common Stock	60,000	

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							03	-09			
Option (14)	36.38						9-20-	10-20-	Common Stock	60,000	
							02	-11			
	36.38						9-20-	10-20-	Common Stock	30,000	
							03	-11			
	36.38						9-20-	10-20-	Common Stock	30,000	
							04	-11			
Common Stock Units (15-for-1 )		J	V	16	A				Common Stock	16	\$44

Explanation of Responses:

1. Shares accrued under Ashland's Leveraged Employee Stock Ownership Plan as of 3-31-02.
2. Based on Employee Savings Plan information as of 4-2-02, the latest date for which such information is reasonably available, and includes transactions occurring on or after 3-1-02.
3. Shares of restricted common stock granted pursuant to Ashland's 1997 Stock Incentive Plan and exempt under Rule 16b-3. The restricted common stock has been enrolled in Ashland's Open Enrollment Dividend Reinvestment and Stock Purchase Plan.
4. Shares held in Ashland's Open Enrollment Dividend Reinvestment and Stock Purchase Plan as of 3-15-02.
5. Shares surrendered in payment of option exercise price.
6. Withholding of shares to satisfy tax withholding obligation.
7. The reporting person exercised stock options granted pursuant to Ashland's Long-Term Incentive Plan on 3-7-02, 3-20-02, and 3-28-02.
8. Employee stock option (represents a right to buy Ashland Common Stock) granted pursuant to Ashland's Long-Term Incentive Plan. The employee stock option includes a tax withholding feature pursuant to the plan.
9. Employee stock option (represents a right to buy Ashland Common Stock) granted pursuant to Ashland's 1993 Stock Incentive Plan. The employee stock option includes a tax withholding feature pursuant to the plan.
10. Employee stock option (represents a right to buy Ashland Common Stock) granted pursuant to Ashland's 1997 Stock Incentive Plan. The employee stock option includes a tax withholding feature pursuant to the plan.
11. I hereby disclaim beneficial ownership of all securities owned by my daughter, Jane Chellgren.
12. I hereby disclaim beneficial ownership of all securities owned by my son, Matthew Chellgren.
13. I hereby disclaim beneficial ownership of all securities owned by my daughter, Sarah Chellgren.
14. Employee stock option (represents a right to buy Ashland Common Stock) granted pursuant to Ashland's Amended and Restated Incentive Plan. The employee stock option includes a tax withholding feature pursuant to the plan.

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15. Common Stock Units acquired pursuant to Ashland's 1995 Deferred Compensation Plan as of 3-31-02 and includes transactions on or after 2-28-02, and exempt under Rule 16b-3(d). (One (1) Common Stock Unit in the 1995 Deferred Compensation Plan is the equivalent of one (1) share of Ashland Common Stock)feature pursuant to the plan.

SIGNATURE OF REPORTING PERSON

Paul W. Chellgren

DATE

April 5, 2002